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11 SAMSUNG SDI MEXICO S.A. DE C.V.,  
SAMSUNG SDI BRASIL LTDA.,  
12 SHENZHEN SAMSUNG SDI CO., LTD. and  
TIANJIN SAMSUNG SDI CO., LTD.

13  
14 UNITED STATES DISTRICT COURT  
15 NORTHERN DISTRICT OF CALIFORNIA  
16 SAN FRANCISCO DIVISION  
17

18  
19 In re: CATHODE RAY TUBE (CRT)  
ANTITRUST LITIGATION

Case No. 07-5944 SC

MDL No. 1917

20  
21 This Document Relates to:  
22 ALL DIRECT PURCHASER ACTIONS  
23

**DECLARATION OF MICHAEL W.  
SCARBOROUGH IN SUPPORT OF SDI  
DEFENDANTS' OPPOSITION TO (1)  
SHARP'S MOTION FOR LEAVE TO  
FILE MOTION FOR  
RECONSIDERATION OF MOTION TO  
ENLARGE SHARP'S TIME TO OPT  
OUT; (2) SHARP'S MOTION FOR  
EXTENSION OF TIME TO OBJECT TO  
SETTLEMENTS WITH DIRECT  
PURCHASER PLAINTIFFS; AND (3)  
SHARP'S OBJECTIONS TO  
SETTLEMENTS WITH DIRECT  
PURCHASER PLAINTIFFS**

1 I, MICHAEL W. SCARBOROUGH, hereby declare:

2 1. I am an attorney licensed to practice law in the State of California and in the United  
3 States District Court for the Northern District of California. I am a partner with the firm of  
4 Sheppard, Mullin, Richter and Hampton LLP, counsel of record for defendants Samsung SDI  
5 America, Inc., Samsung SDI Co., Ltd., Samsung SDI (Malaysia) Sdn. Bhd., Samsung SDI Mexico  
6 S.A. de C.V., Samsung SDI Brasil Ltda., Shenzhen Samsung SDI Co., Ltd., and Tianjin Samsung  
7 SDI Co., Ltd. (collectively "SDI") in this matter. I make this declaration in support of SDI's  
8 opposition to (1) Sharp's Motion for Leave to File Motion for Reconsideration of Court's Order  
9 Denying Sharp's Motion to Enlarge Time to Opt Out (Dkt. No. 2750); (2) Sharp's Motion For  
10 Extension of Time to Object To Direct Purchaser Plaintiff Settlements (Dkt. No. 2751); and  
11 (3) Sharp's Objections to SDI's Settlement with the Direct Purchaser Plaintiffs (Dkt. No. 2751-2).

12 2. As outside counsel for SDI, I was involved in the negotiation of SDI's settlement  
13 with the Direct Purchaser Plaintiffs in this litigation (the "settlement"). The settlement was the  
14 result of extensive negotiations, during which the parties expressed widely divergent views on  
15 almost every issue in the case—including which sales and customers were properly at issue, and  
16 the appropriate volume of commerce, overcharge, and damages assumptions.

17 3. The parties did not come to a resolution or compromise with respect to these  
18 disputes, and there was no mathematical formula, or list of agreed-upon sales or customers, used  
19 for arriving at the final settlement figure. Instead, the final terms of the settlement were the direct  
20 result of extensive compromise and a Mediator's proposal that made no attempt to articulate which  
21 customers or sales were or were not reflected in the settlement.

22 4. During negotiations, counsel for the Direct Purchaser Plaintiffs took the position  
23 that the potentially relevant volume of commerce included tens of billions of dollars in CRT tube  
24 and finished product purchases.

25 5. SDI was aware of the differing legal issues that may confront direct and indirect  
26 purchasers and negotiated its settlement with the Direct Purchaser Plaintiffs accordingly.

1 I declare under penalty of perjury under the laws of the United States of America that the  
2 foregoing is true and correct to the best of my knowledge.

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4 DATED: August 21, 2014

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7 By /s/ Michael W. Scarborough  
MICHAEL W. SCARBOROUGH  
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